

**Audio Recording of Conversation, May 18, 2018**

**Participants:**

NERAYOFF:	Steven Nerayoff
PETERS:	Michael Peters
PULVER:	Jeff Pulver
JOHN DOE:	JOHN DOE
JANE DOE:	JANE DOE

**Abbreviations:**

[UI]	Unintelligible
[IA]	Inaudible
[VO]	Voices overlap
[ph]	Phonetic rendering
[BG]	Background

.....

1 NERAYOFF: ... Coming back and saying, way back when, when we agreed to  
2 the air drop, that the air drop came, discussion came after the blog  
3 post. I didn't even know about this blog post by the way. So  
4 regardless of whether or not I came in before or after, I don't  
5 know. And that you and I threatened to destroy them –  
6

7 PULVER: When did we threaten to destroy them?  
8

9 NERAYOFF: I, we did not...  
10

11 PULVER: I was about to say, I never...  
12

13 NERAYOFF: ... I did not recall threatening to destroy... I recall last time  
14 Michael did-  
15

16 PETERS: Yes I did.  
17

18 NERAYOFF: Michael did say, Michael did say that last time, yes.  
19

20 PETERS: Absolutely.  
21

22 NERAYOFF: And last, and last time I don't disagree about that-  
23

24 PETERS: Absolutely.  
25

26 NERAYOFF: -but back then, Jeff and I did not.  
27

28 PULVER: I don't have that in my vocabulary.  
29

30 NERAYOFF: Is, is, is, is [ph] that, the one I'm supposed to be meeting?  
31

32 MAN 1: [UI]  
33

34 MAN 2: [ph] is the one.  
35

36 PETERS: No, we did, we did [VO] absolutely. No no no no no, no no no no  
37 no no, I don't know what happened before I was involved, but I've  
38 [UI] tell you  
39

40 PULVER: This was, this was, this was that they, that this was um, um, before  
41 Mike.  
42

43 PETERS: Yes.  
44

45 NERAYOFF: So, do you, I- I'm not sure why it's relevant because we made an  
46 agreement, but they're [VO] saying that they made an agreement

47 under [VO] under duress, that you and I threatened to ruin them.  
48  
49 PULVER: I- I did not threaten to ruin anybody in that phone call.  
50  
51 NERAYOFF: And [clears throat] I remember specifically, not specifically, but  
52 we know, they, they, they excluded the nine hundred million, and  
53 they kept the one point three five [VO], so it was a negotiation  
54 there.  
55  
56 PULVER: Right. [VO]  
57  
58 NERAYOFF: So if we- [VO]  
59  
60 JANE DOE: But I, I feel like you guys are-  
61  
62 NERAYOFF: [VO] The part that's perplexing-  
63  
64 JANE DOE: - [VO] ganging up on us and pressuring us, [VO] we're in a hotel  
65 room, sitting here.  
66  
67 MAN 1: I know, and that, it's not, okay. Can I, can I just say something,  
68 may I?  
69  
70 NERAYOFF: If, if I was going-  
71  
72 MAN 1: [VO] May I say something, Steve?  
73  
74 NERAYOFF: -to [UI] why would I say, give up the nine hundred million?  
75  
76 MAN 1: Steven, Steven let me say something, okay? Right now, all of this  
77 is irrelevant because what's relevant is what the terms are going to  
78 be on a go-forward basis. If we have a version, we meaning  
79 Alchemist, have a version of what we believe the terms are, and  
80 their version of what they believe the terms are, are not the same-  
81  
82 NERAYOFF: No no no, [VO] they're not saying that the terms are not the same-  
83  
84 MAN 1: Well yes...  
85  
86 NERAYOFF: [VO] They're just saying that they, they don't like, they're not,  
87 they're not, they, they, they didn't want to agree to it.  
88  
89 MAN 1: That means, logically, that they're not going to go forward. So  
90 the question is, is whether or not we can, if this is where you are  
91 and this is where they are, is if we can come to a meeting with  
92 some place that, as you suggested could be beneficial to every

93 party. We don't have to talk about anymore the dur- it's irrelevant.  
94 They're denying the contract exists, they're taking the position  
95 there's no contract.  
96  
97 NERAYOFF: Well no, I have- I have it right here.  
98  
99 MAN 1: But they're taking the position, that there's no- I'm not saying  
100 they're right, I'm just saying that's the position they're taking right  
101 now. So the first thing that would seem to me to expedite the  
102 situation is, is there a way to actually meet in the middle or to meet  
103 someplace [VO]  
104  
105 NERAYOFF: [UI]  
106  
107 MAN 1: What are you going to do, you gon- you gonna sue her?  
108  
109 NERAYOFF: That's what we did a month ago.  
110  
111 MAN 1: You gonna sue her to go forward with the contract?  
112  
113 NERAYOFF: No, I'm not, [VO] I'm saying-  
114  
115 MAN 1: I'm just saying that's not, what, what we need to do is we need to  
116 figure out whether or not we can come closer on the terms...  
117  
118 NERAYOFF: [UI] [VO] But the discussion a month ago...  
119  
120 JANE DOE: As equals and not one being [UI]  
121  
122 NERAYOFF: ... we'll do the merger, we do the merger and it, it's not going to  
123 matter because it's gonna be [VO] Alchemist's responsibility.  
124  
125 JANE DOE: It does matter, we don't, we want to do it with integrity and make  
126 sure we're on the same page.  
127  
128 NERAYOFF: If you want to do it with integrity then you stick to what you  
129 agreed to. [VO]  
130  
131 MAN 1: Let's stop going back [VO] to that for a minute. It's not helpful  
132 [VO]...  
133  
134 JANE DOE: ...very uncomfortable...  
135  
136 MAN 1: ... It's just not helpful to go back to that.  
137  
138 JANE DOE: I feel like I'm getting ganged up on right now.

139  
140 NERAYOFF: Okay.  
141  
142 MAN 1: I mean there are like five of us and two of you [UI]  
143  
144 JANE DOE: [VO] [UI] extremely aggressive, I don't like it.  
145  
146 MAN 2: Just so that you understand, everyone here with the exception of  
147 Steven is not ganging up on you, it's a one man gang up. But we're  
148 all-  
149  
150 JANE DOE: Very loud, [VO] emotional gang of guys.  
151  
152 MAN 2: You do understand, all of us are trying to do an intervention with  
153 him-  
154  
155 JANE DOE: [VO] And that's what we want. We want to come to a middle  
156 where we are-  
157  
158 MAN 2: -like you. I'm saying that-  
159  
160 JANE DOE: Adults in the room [VO] documenting, on the same page, data-  
161 driven...  
162  
163 MAN 1: [VO] We should stop talking about...  
164  
165 JANE DOE: ...please.  
166  
167 MAN 1: ... any words like duress or contract or agreement. We should just  
168 pretend [VO], we're starting right now, and see if there's a place  
169 where we can meet 'cuz otherwise all this is just [VO] a pissing  
170 contest. [VO] It's irrelevant to the-  
171  
172 PULVER: [VO] not in a room but in a restaurant or some place so it feels  
173 more comfortable that's fine-  
174  
175 MAN 1: That's obviously fine 'cuz that's just logically [VO]  
176  
177 MAN 1: [VO]  
178  
179 MAN 1: Logistically I can see that-  
180  
181 MAN 1: thirty six minutes or we're getting thrown out of this room.  
182  
183 NERAYOFF: I mean, look, I mean...  
184

185 MAN 1: I can see how you logically [VO] were uncomfortable-

186

187 NERAYOFF: I, my vantage point is this, [VO] my vantage point is [VO] this  
188 merger is going to be the best that this [VO] this merger is going to  
189 be the best thing that ever happened to Company 1. I think we're  
[VO]

190 gonna do the micro-buffs, micro-payments blockchain. I can do the  
191 micro-payments blockchain without Company 1. I don't need  
192 Company 1 to  
193 do that, and I can capture tens of billions of dollars of value by  
194 myself [VO]

195 JANE DOE: So you're threatening us again right now?

196

197 NERAYOFF: No, I'm saying-

198

199 JANE DOE: [VO] Okay, so then please stop talking.

200

201 NERAYOFF: No, I'm not threatening...

202

203 JANE DOE: Please stop talking.

204

205 NERAYOFF: ... I'm saying, I'm doing this to benefit all of us.

206

207 JANE DOE: Please stop talking. Can we get our facts together?

208

209 NERAYOFF: I have them right here in an e-mail, text message back and forth  
210 between me and you-

211

212 JANE DOE: No-

213

214 NERAYOFF: I don't know what else to say.

215

216 MAN 1: [VO] Alright, but we're, we're going to stop going back to that  
217 'cuz otherwise we're just gonna end up no place.

218

219 NERAYOFF: No, I, I [VO] this is a, this is a, this is a [VO] substantive matter-

220

221 MAN 1: Please Steve, if, if...

222

223 NERAYOFF: It's a substantive issue. There's been three agreements. One  
224 agreement, we hired JANE DOE to do work for us.

225

226 JANE DOE: No there's no agreement.

227

228 NERAYOFF: [UI] You had an agreement with [REDACTED] to do work.

229

230 JANE DOE: No, you- [VO]

231  
232 NERAYOFF: [VO] And you were supposed to do that work, and we counted and  
233 you did the work, and we're supposed to pay five hundred dollars  
234 an hour to do the work.  
235  
236 JANE DOE: No, I don't even know where five hundred came from. We, we  
237 never had an agreement.  
238  
239 NERAYOFF: [UI] When you say we never had an agreement, do you say that it  
240 wasn't in writing or you didn't agree to it with [REDACTED]?  
241  
242 JANE DOE: I said send me the agreement, and I'll start work. That was it.  
243  
244 NERAYOFF: Did, you came to, I flew you to Florida to do work.  
245  
246 JANE DOE: You did not fly me to Florida. I was on my way to the Cayman  
247 Islands, I stopped by to help out.  
248  
249 NERAYOFF: Okay.  
250  
251 JANE DOE: I drew stuff on the [UI], I said [REDACTED], this is how you do it, go for  
252 it. I can draw some pretty boxes for you, which I showed you, I  
253 drew some pretty boxes for you, this is how you do it. I was being  
254 helpful.  
255  
256 JOHN DOE: I think we want a win-win situation as well too. I mean, Steve, but  
257 we, we do need Ether, that, that's something that we just can't live  
258 without at the moment.  
259  
260 NERAYOFF: Well you can sell my Company 1. The, the, that I left as collateral.  
261  
262 JOHN DOE: We cannot [laughs]  
263  
264 NERAYOFF: Why?  
265  
266 JOHN DOE: We cannot. That's-  
267  
268 NERAYOFF: Did, did you know that we had this conversation? Are you aware  
269 of this? Are, Are you aware of everything that happened?  
270  
271 JOHN DOE: So, so are you saying that the Ether will not be given back to us?  
272  
273 NERAYOFF: [UI]  
274  
275 JOHN DOE: Because-  
276

277 NERAYOFF: So you're saying the agreement as, that we had is not valid? I'm  
278 just, I wanna know, I'm just, I wanna know, I'm just [UI] I want to  
279 know at what point is an agreement valid with you two? Because  
280 that, the one point three five wasn't a valid, now the three fifty  
281 isn't valid. At what point do you guys say, oh okay, this one we're  
282 gonna honor? Is it, [UI] I'm just curious when does your word,  
283 when is your word good? And this is in writing.

284

285 JANE DOE: [VO] When one is not being threatened another person is when-  
286

287 NERAYOFF: You were not threatened the first time.

288

289 JANE DOE: You [VO] the first time...

290

291 NERAYOFF: [VO] then why did I not get the nine hundred million?

292

293 JANE DOE: ... the agreement that we signed in July of [VO] 2017, we, we  
294 signed-

295

296 NERAYOFF: I'm just asking you, why, why, if somebody's threatening you,  
297 why would they give up nine hundred million eligible that are  
298 locked up for two years anyway? That was an easy one. And  
299 JOHN DOE said absolutely under no conditions. So if we're  
threatening  
300 you, why would I give that up? I did not threaten you that time...  
301

302 MAN 1: Alright.

303

304 NERAYOFF: There was no [VO] threats.

305

306 MAN 1: Steve, let's just [VO] let's just [UI] take a break, we gotta take a  
307 backseat break here for a sec.

308

309 MAN 1: We have to.

310

311 PETERS: Can we, can we do this? Can we do this? JANE DOE, JANE DOE  
and JOHN DOE  
312 you guys get out of here. I'm gonna talk with Steven for a little bit.

313

314 JANE DOE: Please.

315

316 PETERS: Uh-

317

318 MAN 1: We have to.

319

320 PETERS: We'll meet you guys, [VO] we'll meet you guys downstairs in the  
321 lobby in twenty minutes.

322

323 MAN 2: What part of the lobby is-  
324  
325 [END OF RECORDING]